

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re	:	Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., et al.,	:	08-13555 (JMP)
Debtors.	:	(Jointly Administered)
	:	
	x	

**AFFIDAVIT AND DISCLOSURE STATEMENT OF BARBARA SIMPSON KRAFT,
ON BEHALF OF DAVIS WRIGHT TREMAINE LLP**

STATE OF ALASKA)
)
THIRD JUDICIAL DISTRICT) ss:
)

Barbara Simpson Kraft, being duly sworn, upon her oath, deposes and says:

1. I am a partner of Davis Wright Tremaine LLP, located at 701 W. 8th Avenue, Suite 800, Anchorage, AK 99501 (the “Firm”).
2. Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the “Debtors” and, collectively with their non-debtor affiliates, “Lehman”), have requested that the Firm provide legal advice to the Debtors relating to a deed in lieu action involving real property located in Alaska, and the Firm has consented to provide such services.
3. In addition the matters referenced below, the Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors’ chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not

perform services for any such person in connection with these chapter 11 cases and the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates other than our representation of the New York Independent System Operator (“NYISO”) in these chapter 11 cases regarding the participation of Lehman Brothers Commodity Services as a participant in the NYISO – administered energy market. However, this representation is not adverse with respect to the matter for which we have been retained by LBHI.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

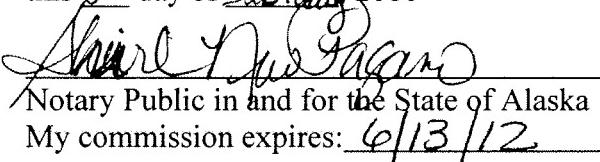
5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

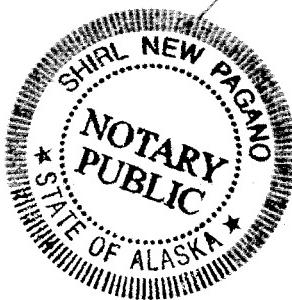
6. The Debtors owe the Firm \$ 0.00 for prepetition services.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.¹

By: 
Barbara Simpson Kraft

Subscribed and sworn to before me
this 5th day of February, 2010


Shirl New Pagano
Notary Public in and for the State of Alaska
My commission expires: 6/13/12



¹ If necessary.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively, the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Jennifer Sapp
Christopher Stauble

All questions must be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Davis Wright Tremaine LLP

701 W. 8th Avenue, Suite 800

Anchorage, AK 99501

2. Date of retention: February 1, 2010

3. Type of services provided (accounting, legal, etc.): legal

4. Brief description of services to be provided:

Advice on Alaska law issues related to proposed deed in lieu of
foreclosure action involving real property located in Alaska.

5. Arrangements for compensation (hourly, contingent, etc.)

Hourly

- (a) Average hourly rate (if applicable):

\$448.00 per hour

- (b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

NA

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$ NA

Date claim arose: NA

Source of Claim: NA

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: NA

Status: NA

Amount of Claim: \$ NA

Date claim arose: NA

Source of claim: NA

8. Stock of the Debtors currently held by the firm:

Kind of shares: NA

No. of shares: NA

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: NA

Status: NA

Kind of shares: NA

No. of shares: NA

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

We have been retained to represent the New York Independent System Operator (“NYISO”) regarding the participation of Lehman Brothers Commodity Services as a participant in the NYISO – administered energy market. However, this representation is not adverse with respect to the matter for which we have been retained by LBHI.

11. Name of individual completing this form: Barbara Simpson Kraft